

# **Bylaws And Articles Of Association:**

## **NORTH AMERICAN ASSOCIATION FOR LASER THERAPY**

*(Edited Version of Document officially presented at the NAALT General Assembly, Fort Lauderdale, Florida, May 2005 and Toronto, Ontario, Canada, June 2006)*

### **Article 1: Name and Terminology**

The name of The Association shall be the North American Association for Laser Therapy (NAALT) hereafter referred to as "The Association."

The contact address of The Association shall be the address of the current Secretary-General.

The terms 'laser therapy' or 'photomedicine' in this document shall be taken to represent the clinical application of low incident power densities of monochromatic light, including laser radiation, in any field. The term 'photobiology' shall be taken to mean basic and clinical research into the action of low incident power densities of laser radiation on subcellular units, cells and tissue either in vitro or in vivo.

### **Article 2: Aims of The Association**

The Aims of The Association shall be to pro-mote the applications of Laser therapy, photomedicine and photobiology in the medical field both clinically and scientifically; to pro-mote the development of associated technology; to further research and education; to en-courage international friendship and cooperation between physicians, clinicians, healthcare professionals and scientists; and to provide a forum for the dissemination of related information.

### **Article 3: Membership**

#### **3 a) Definition of 'Member' and 'Member in Good Standing':**

'Member' shall mean any person who has been elected to The Association as a Supporting Charter Member, Regular Member or Honorary Member. 'Member in Good Standing' shall mean a Member of the Association who has paid the required dues for the current Financial Year.

There shall be five categories of membership:

- i) Supporting Charter Membership.
- ii) Regular Membership.
- iii) Student Membership.
- iv) Honorary Membership.
- v) Life Membership

Membership in The Association shall be open to any physician, dental surgeon, scientist, veterinarian, nurse specialist, nurse, physical therapist, or any other recognized health professional involved with, or interested in, any aspect of Laser therapy, photomedicine or photobiology. Membership may also be granted to companies engaged in the field of Laser therapy.

### **3 b) Classes of Membership:**

i) 'Supporting Charter Membership' shall be granted to all persons eligible for Regular Membership who comply with the terms of the Supporting Charter Membership offer which may from time to time be offered at the instructions of the Executive Committee.

ii) 'Regular Membership' shall be open to all persons who satisfy the criteria in Article 3(a) above, and who agree with the Aims of The Association. Regular Members, including Supporting Charter Members, shall have the right to attend any General Assembly and may vote thereat.

iii) 'Student Membership' shall be open to registered students and junior re-searchers at recognized institutions. Student members shall have the right to attend General Assemblies, and shall be eligible to vote.

iv) 'Honorary Membership' may be conferred by The Association on persons who have made an outstanding contribution towards furthering the Aims of The Association. Honorary Members may attend any General Assembly but are not eligible to vote thereat unless they are already registered Regular Members, or successfully apply to become Regular Members.

### **3 c) Admission of Members:**

i) Membership is open to anybody from anywhere in the world. Candidate for admission to The Association shall in the first instance submit a written application to join The Association to the General Secretary. Applications shall be considered by a Membership Subcommittee consisting at all times of the President, Secretary-General and Treasurer. The Membership Committee shall have the power to admit applicants to one of the categories of Regular Membership, including, where appropriate, Supporting Charter Membership. The Membership Committee may refer any application to the Executive Committee, who alone shall have the power to reject an application, and their decision shall be final. The names of all those accepted for Membership may from time to time be reported to the Association through the newsletter or journal.

ii) Upon election, each Member shall be presented with a Certificate of Membership to The Association, a Membership Card, and a copy of the Articles of Association and Bylaws, which shall be in all aspects binding on the Member.

iii) Any Member may propose to the Executive Committee a candidate for Honorary Membership. If the Committee is satisfied that the candidate appears to meet the criteria for Honorary Membership, bearing in mind that the distinction will not be conferred lightly, they shall put the proposal before the Membership of The Association either at a General Assembly or by mail ballot. If at least two-thirds of the members balloted approve, Honorary Membership shall be offered to the candidate. In addition, any Executive Committee Member who has served a full term of 6 consecutive years on the Committee, and the retiring Association President, shall

automatically be offered Honorary Membership, without prejudice to any other form of Membership held by the Member.

iv) Life membership is automatically granted to the founder of the association and by a two-third majority vote at the General Assembly (or by mail) to any past President, past Chairman, past Secretary General and any other member of the association in recognition of distinguished service to the association or distinction in the field of Laser therapy, photomedicine or photobiology. Life members have all the rights and privileges of regular membership.

v) Upon an affirmative vote by a majority of the Executive Committee, Membership may be withdrawn from any Member, or a Member may be suspended from Membership upon such terms as are specified by the Executive Committee in a written notice to the Member concerned. At this time, the Certificate of Membership and Membership Card must be returned to the Secretary-General. Such action may be taken if, in the opinion of the Executive Committee:

iii a A Member has behaved in a manner incompatible with the Aims of The Association.

iii b The Member is seriously in arrears with payment of membership subscriptions without satisfactory reasons.

### **3 d) Resignation:**

A Member may resign from The Association at any time upon giving written notice to the Secretary-General. The Member shall at the same time return his or her Certificate of Membership and membership card to the Secretary-General. Any balance of membership dues for the remaining period shall be forfeit and not claimable by the resigning Member.

### **3 e) Change of Address:**

Members must inform the Membership Secretary in writing of any changes in address. Any notice posted to the recorded address of a Member shall be considered delivered.

## **Article 4: Organization**

### **4 a) The Executive Committee:**

i) The Executive Committee shall consist of seven (7) Office Bearers assisted by a Council of up to seven (7) Members: all members of the Executive Committee and Council shall be Members in Good Standing of the Association (see Article 3(a) above) and must take the necessary steps to remain so during the duration of their terms.

The Executive Committee shall be made up as follows, with the duration of the term of office shown in brackets:

- ◆ One Association President (2 years)
- ◆ One Secretary-General (6 years)
- ◆ One Membership Secretary (2 years)
- ◆ One Scientific Secretary (2 years)
- ◆ One Treasurer (6 years)
- ◆ One President-Elect (2 years)

- ◆ One Immediate Past President (2 years)
- ◆ Seven Council Members consisting of Life Members, distinguished regular members duly elected at the General Assembly and persons representing regions of interest to the association.

ii) The Association President shall usually assume that position during the General Assembly of the Congress hosted by him or her at which he or she shall act as Congress President, and before which he or she shall hold the post of President-Elect. He or she shall assume the post of Association President only after ratification of the appointment by the majority vote of the Membership.

iii) All the Executive Committee Members shall be nominated, elected and approved by the General Assembly of The Association, for a period of two (2) years, with the exception of the Treasurer and Secretary-General who shall hold office for six (6) years. No Member shall hold office for more than six (6) consecutive years. The Members of the Committee shall where possible each represent a main region represented by members of the association.

iv) With the exception of the President, President Elect, and Immediate Past President, nominations for any of the positions in the Executive Committee, shall be accepted and voted upon at a General Assembly always. In the event of there being more than one nomination for these posts, the successful nominee will be decided by a simply majority vote at the General Assembly.

v) The purpose of the Executive Committee is to ensure the holding of Congresses according to the Articles of Association and Bylaws, to appoint subcommittees under Article 4(b) below, to report to the General Assembly regularly, and, to represent The Association between Congresses.

vi) The Executive Committee shall decide upon the location of successive Congresses, which shall be ratified by the General Assembly.

#### **4 b) Subcommittees:**

The Executive Committee shall appoint such subcommittees as are necessary to assure the smooth organization and running of The Association. The Chairman of any such subcommittee shall be a member of The Association in good standing, and shall be chosen by merit of professional and other qualifications. The same shall apply to members of such subcommittees. The activities of each subcommittee shall be reported in writing to the Executive Committee through the Secretary-General two months before each Congress. The membership of each subcommittee shall be reviewed at each Congress. The existence and membership of such subcommittees shall be ratified by majority vote by the Membership at a General Assembly.

#### **4 c) Congress Organizing Committee:**

Notwithstanding the above, the Members of the Congress Organizing Committee shall be appointed by the President-Elect in his or her capacity as such. The Congress Organizing Committee shall be responsible for all aspects of The Congress (Section 5 below), shall report at

regular intervals to the Executive Committee through the Association President-Elect, and shall operate within the framework of these Articles of Association and Bylaws.

**4 d) Standing Subcommittees:**

A **Standing Subcommittee on these Articles** shall exist, and shall consist of the current President, the Secretary-General and the Treasurer. Additional Members may be co-opted as deemed necessary.

A **Standing Finance Subcommittee** shall exist, and shall consist of the current Association President, Secretary-General and Treasurer.

**4 e) The General Assembly:**

i) The General Assembly shall consist of all those present at any Congress, and who are active members of The Association in good standing. It shall meet at each Congress under the Chairmanship of the outgoing President. The Secretary-General of The Association shall also serve as Congress Secretary of the General Assembly.

ii) The following business shall be placed first on the Agenda of every General Assembly of The Association:

- ii a) Acceptance of the Minutes of the previous General Assembly.
- ii b) Receipt of the President's Annual Report.
- ii c) Receipt of the Statement of Accounts from the Treasurer.
- ii d) Election of new Executive Committee and, where appropriate, Subcommittees. Proposals for Executive Committee Office Bearers (with the exception of the President-Elect) shall be made and seconded in writing by members in Good Standing.

iii) The General Assembly may on occasion be asked to ratify acceptance or accept applications from those who apply for Membership of The Association as presented by the Membership Secretary.

iv) The General Assembly shall approve the Membership dues as set by the Executive Committee.

v) The General Assembly shall ratify the decision of the Executive Committee on the location of the next Congress as well as the post of President of that Congress, who shall then become President-Elect of The Association.

vi) The outgoing Executive Committee will then hand over the Association to the newly elected Committee, and Chairmanship of the General Assembly will be assumed by the new Association President before any other business is conducted. Where appropriate the outgoing Secretary-General and Treasurer shall hand over all relevant papers to the incoming Secretary-General and Treasurer, who shall assume their respective posts according to the provisions of 4:f:ii below. The incoming Secretary-General shall thereupon assume the task of Secretary of the General Assembly.

#### **4 f) Meetings:**

i) The Association President shall preside as Chairman at all General and Executive Committee meetings. If the President is not present, the Meeting shall elect an Executive Member present as Chairman.

ii) The Secretary-General shall keep a correct record of the proceedings of all General and Executive Committee meetings. Such Minutes shall be reviewed at the following General or Executive Committee meeting respectively, and if approved, shall be signed by the President and Secretary-General, and shall thereafter be evidence of the regularity of the meeting, the date it was held, and of any resolutions there adopted. If the Secretary-General is not present, the meeting shall elect a Member present as shall keep a record in the manner specified above.

iii) At all General and Executive Committee meetings, the Chairman shall always have an extra casting vote in the event of there being equality of vote.

iv) Voting at all meetings shall be by show of hands, (with the exception of secret ballots when voting in the election of Association Officers), each Member in Good Standing present being entitled to one vote. Occasionally mail ballot lists may be sent to Members for mail voting. Notwithstanding the above, all Members in Good Standing shall have the right to vote by proxy at any General Assembly or Extraordinary General Assembly, always providing their proxy is assigned in writing to the proxy holder, who must themselves be a Member in Good Standing of the Association.

### **Article 5: The Congress**

#### **5 a) Timing:**

The Congress of The Association shall be held every year. The organization, costs, disbursements and scientific pro-gram of the Congress shall rest entirely with the host, but with organizational support—and as funds permit, some financial support—from The Association.

#### **5 b) Location:**

The location of each Congress shall be presented to the General Assembly by the Executive Committee.

#### **5 c) Preparations:**

Before announcing the Congress, the host shall submit a general draft of the Congress program to the Executive Committee. This program shall allocate time for the Executive Committee meetings, and for The Association General Assembly.

#### **5 d) Invitations:**

The host Association shall invite The Association Members to participate in the Congress, and shall, at least one year in advance, send preliminary information on the Congress to each Member of The Association.

#### **5 e) Congress Members:**

Congress Members shall be all those who have paid the registration fee, including but not limited to Association Members present at the Congress, and whose membership is in good standing. Other persons entitled to attend Congresses are: (a) bona fide trained scientists and medical and health professionals; (b) Family members of attendees; (c) guests invited by The Association to attend the Congress by virtue of their contribution to the scientific program; and (d), members of registered Congress commercial exhibitors. No member of any of the above groups (a) - (d) shall be able to participate in, or vote at, the General Assembly, unless they are already registered Regular Association Members in Good Standing.

#### **5 f) Congress Fees and Finances:**

Congress fees for Members, families, trainees, guests and exhibitors shall be determined by the host Association's Organizing Committee. Any and all funds accruing from any Congress shall be held, managed and disbursed by the Congress Subcommittee Treasurer, who shall, within a reasonable time after the end of the Congress, but in any event not to exceed six (6) months, cause to be delivered to the Executive Committee the Accounts of the Congress, independently audited. At least fifty percent (50%) of any excess funds in credit shall be credited by the Congress Organizing Committee to The Association account.

From time to time, at the discretion of the Finance Standing Subcommittee, financial advances to the Organizing Committee of the subsequent Association Congress may be made for the purpose of preparing or distributing congress announcements and other literature, pursuant to these advances being refunded first from excess funds following the closing of the Congress books.

#### **5 g) Congress Language:**

The official language of the Congress shall be English. Notwithstanding the aforesaid, the Organizing Committee may, at their initiative and Congress Organizing Committee expense, offer translation services simultaneous or otherwise.

### **Article 6: Finances**

#### **6 a) Financial Year:**

'Financial Year' shall mean the period from January 1st to December 31st of each year.

#### **6 b) Funds:**

The funds of The Association shall be lodged within a reasonable time by the Treasurer with a bank or banks as the Executive Committee may from time to time determine.

#### **6 c) Accounts:**

The accounts of The Association shall be operated by checks or other monetary articles drawn or ordered by the Treasurer or, in his or her absence, by a deputy appointed by the Executive Committee.

#### **6 d) Investments:**

Any investments made on behalf of The Association shall be made in the name of The Association. The President and Treasurer shall have full power to sell, transfer and negotiate all such investments and to draw the interest falling due thereon. All instruments of transfer, and endorsements, receipts and other documents in connection with such investments shall be executed if signed by the Honorary Treasurer and countersigned by the President, and when so signed shall be absolutely binding on and effective against the Executive Committee and The Association.

#### **6 e) Dissolution of The Association:**

In the event of The Association's dissolution for any reason whatsoever, property of The Association shall be sold or auctioned off, and the proceeds from any such sale or auction shall be donated, together with any outstanding surplus Association funds, to a deserving and recognized charity chosen by the outgoing Executive Committee.

#### **6 f) Non-Profit Status:**

The Association shall maintain itself as a nonprofit organization, no personal gain accruing to The Association from its meetings' proceeds or membership dues.

### **Article 7: Official Journal**

The official Journal of The Association shall be '*Photomedicine and Laser Surgery*', published by MaryAnn Liebert Publishers of New York.

### **Article 8: Presidential Emblem or Symbol**

The emblem or symbol of The Association shall be received and held by the incumbent Association President in safe keeping, and shall be in turn passed on to the succeeding President at an appropriate time during the Association Congress.

### **Article 9: Voting and Changes to Rules**

#### **9 a) Voting:**

The vote in the General Assembly and in the Executive Committee shall be by the Majority. In the event of a tied vote, the decision shall rest with the Chairman of the Congress or Committee meeting. For the Executive Committee, mail voting shall be acceptable.

**9 b) Amendments:**

i) The Articles of Association and Bylaws of The Association may be added to, altered or amended only at the General Assembly, or at a Special General Meeting called for that purpose, pursuant to the terms of Article 9.b.ii below.

ii) Notice of a suggested change to any of the Articles of Association and Bylaws shall be given by a delegate (who shall be a Member in Good Standing) in writing to the Secretary-General at least three weeks before the Executive Committee or General Assembly meetings. A report of all proposed changes in the Articles of Association and Bylaws shall be made to the General Assembly. The Articles of Association and Bylaws may then be changed with the approval of the majority vote of the Assembly.

iii) No additions, alterations or amendments to the Articles of Association and Bylaws may be voted on at a General Assembly or Special General Meeting unless the Secretary-General notifies the members at least one week before the General Assembly.

iv) Any addition, alteration or amendment requires the affirmative vote of at least two-thirds of those Members who are present and entitled to vote.

Respectfully submitted,

**Chukuka S. Enwemeka, PhD, FACSM**

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*(This document is adapted from the Bylaws of WALT)*